

Fernandez Henry A  
 Form 4  
 January 31, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Fernandez Henry A

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MSCI Inc. [MSCI]

3. Date of Earliest Transaction (Month/Day/Year)  
 01/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman, CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/24/2012                           |  | G                              | V 160,000 (1)   | D \$ 0 801,258 (2)  | D  |   |
| Common Stock                    | 01/29/2013                           |  | A                              | 79,959 (3)  | A \$ 0 881,217  | D  |   |
| Common Stock                    |                                      |  |                                |   | 200,000   | I  | By 2012 GRAT (4)                                      |
| Common Stock                    |                                      |  |                                |   | 171,349   | I  | By 2010 GRAT (4)                                      |
| Common Stock                    | 12/24/2012                           |  | G                              | V 160,000 (1)   | A \$ 0 213,541  | I  | By Fernandez 2007                                     |

| Class of Securities | Quantity | Code | Beneficial Owner           |
|---------------------|----------|------|----------------------------|
| Common Stock        | 7,900    | I    | Children's Trust<br>By Son |
| Common Stock        | 3,625    | I    | By Son                     |
| Common Stock        | 730      | I    | By Daughter                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Fernandez Henry A<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET<br>NEW YORK, NY 10007 | X             |           | Chairman, CEO and President |       |

## Signatures

/s/ Cecilia Aza,  
attorney-in-fact

01/31/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares transferred as a gift to the Fernandez 2007 Children's Trust of which the Reporting Person's spouse is the Trustee and his children are the beneficiaries.

(2) Reflects (i) the transfer of 200,000 shares from the Reporting Person to the 2012 Grantor Retained Annuity Trust ("GRAT") on December 24, 2012 which changed the Reporting Person's beneficial ownership of such shares from direct to indirect ownership and (ii) the distribution and transfer on December 24, 2012 of 159,295 shares as an annuity payment from the 2010 GRAT to the Reporting Person which changed the Reporting Person's beneficial ownership of such shares from indirect to direct ownership.

(3) Includes (i) 53,306 restricted stock units (RSUs) vesting and converting to shares at a rate of 33 1/3% on the first, second and third anniversaries of the grant date and (ii) 26,653 performance stock units (PSUs) representing the minimum payout related to the grant of 53,306 PSUs subject to time- and performance-vesting. The PSUs time-vest at a rate of 50% on each of December 31, 2014 and 2015 and performance-vest (within a range of 50% and 150%) based on the achievement of certain cumulative performance metrics for the 2013 and 2014 fiscal years. The first tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2015 and the second tranche of PSUs generally converts to shares no earlier than January 1 and no later than March 15, 2016. Each RSU and PSU represents a contingent right to receive one share of MSCI common stock.

(4) Mr. Fernandez is trustee and sole annuitant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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